

RECORDATION NO. 24727-B FILED

DEC 10 '03

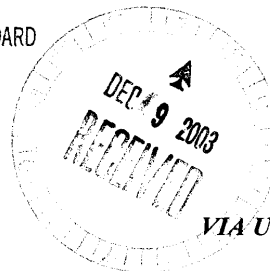
11-31 PM

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

SURFACE TRANSPORTATION BOARD



December 5, 2003

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and three (3) copies of a Memorandum of Lease Agreement, dated April 15, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Commission on this date as Recordation Number \_\_\_\_\_.

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: BC Rail  
221 West Esplanade, Floor 6  
North Vancouver, BC V7M 3J1

A description of the railroad equipment covered by the enclosed document is forty-seven (47) 5127 cu. ft. covered hoppers, with car marks BCOL (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Susan Grokulska".

Susan Grokulska  
Manager of Documentation

Enclosures

(BCR015)

ASSGN. NO.: BCR015

RECORDATION NO. 24727-B FILED

DEC 10 '03

11-31 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD  
THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15<sup>th</sup> day of April, 2002, by and between FIRST UNION RAIL CORPORATION ("Lessor"), a North Carolina corporation, and BC RAIL LTD. ("Lessee"), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 7, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 7 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 7, 2002 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Susan A. Barrie

Name: Susan A. Barrie

By: Danielle Lord

Title: Regional Vice President, Sales

Name: DANIELLE LORD

Title: \_\_\_\_\_  
[CORPORATE SEAL]

Executed on this 15<sup>th</sup> day of April, 2002.

PROVINCE OF Quebec

DISTRICT OF Montreal

I, Danielle Lord, a Commissioner of Oaths of the Province and District aforesaid, certify that Susan Barrie personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15 day of April, 2002.

Danielle Lord  
Commissioner of Oaths

My Commission Expires:

28 May 2004



LESSEE:

BC RAIL LTD.

By: [Signature]

Name: PRESIDENT & CHIEF OPERATING OFFICER

Title: MARK E. MUDIE

ATTEST:

By: [Signature]

Name: H. LITTLE

Title: DIRECTOR, FLEET

Executed on this 8 day of APRIL, 2002.

[CORPORATE SEAL]

PROVINCE OF British Columbia

DISTRICT OF \_\_\_\_\_

I, ROBERT PIROOZ, a Commissioner of Oaths of the Province and District aforesaid, certify that MARK MUDIE personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8 day of April, 2002.

[Signature]  
Commissioner of Oaths

My Commission Expires:

AT THE PLEASURE OF THE QUEEN

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Forty-seven (47)

DESCRIPTION OF CARS: 5127 cu. ft. Covered Hopper Cars

CAR NUMBERS: BCOL 802350 to BCOL 802353 incl.  
BCOL 802355 to BCOL 802369 incl.  
BCOL 802371 to BCOL 802395 incl. and  
BCOL 802397 to BCOL 802399 incl.